

THE COMMONWEALTH PLAN, INC.

2655 CAMPUS DRIVE, SAN MATEO, CALIFORNIA 94403

EXECUTIVE OFFICES

AREA CODE 415
573-1200

RECORDATION NO. 6779 B

APR 11 1988 - 11 30 AM April 8, 1988

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Date 4/11/88
Fee 410.00 yes one fee
412, the fee is 13 Nov
ICC Washington. D.C.

Attention: Mrs. Mildred Lee, Room 2303

Re: Railroad Equipment Leasing Agreement, dated September 15, 1972,
by and between The Commonwealth Plan, Inc., as Lessor, and
Southern Pacific Transportation Company, as Lessee

Gentlemen:

Please find enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the following documents:

1. Three fully executed and acknowledged original copies of Bill of Sale, dated as of April 8, 1988 from The Commonwealth Plan, Inc., as Seller to Southern Pacific Transportation Company as Buyer; and
- * 2. Three executed and acknowledged copies of letter from The First National Bank of Boston releasing its security interests in such railroad equipment.

In connection with the recording of the above referenced documents, please note the following information:

1. Name and address of Seller: The Commonwealth Plan, Inc., 2655 Campus Drive, Suite 200, San Mateo, California 94403.
2. Name and address of Buyer: Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, California 94105.
3. General description of equipment covered by Documents: 40' 100 ton XL railroad boxcars in the SP 605000-605299 series, bearing the unit numbers listed on Schedule A to the Bill of Sale.

* Covered in Release of 3 Mortgages -
See Rec No. 6829-A, 6861-A + 6870-A

All units assigned
are released by
these 3 covers together
in toto

Interstate Commerce Commission
Washington, D.C. 20423

4/11/88

OFFICE OF THE SECRETARY

Gail Jackson
Legal Assistant
The Commonwealth Plan, Inc.
2655 Campus Drive
San Mateo, Calif. 94403

Dear Ms. Jackson:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/11/88 at 11:30am, and assigned recordation number(s). 6779-~~B~~[✓], 6829-A[✓], 6861-A, 6870-A

Sincerely yours,

Nesta R. McGee

Secretary

Enclosure(s)

RECORDATION NO. 2772-8
APR 11 1988 - 11 32 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

Date: April 8, 1988

KNOW ALL MEN BY THESE PRESENTS:

That The Commonwealth Plan, Inc., a Massachusetts corporation (hereinafter called "Seller"), in consideration of the sum of One million four hundred ninety two thousand, nine hundred twenty and 00/100 Dollars (\$1,492,920.00) the receipt whereof is hereby acknowledged in hand paid by Southern Pacific Transportation Company (hereinafter called "Buyer"), does hereby GRANT, BARGAIN, SELL, CONVEY, TRANSFER AND DELIVER unto Buyer on an "as is, where is" basis, without warranties of any kind whatsoever (except for warranty of title as hereinafter provided), all of its right, title and interest in the equipment described on Schedule A attached hereto (hereinafter called "Equipment"). TO HAVE AND TO HOLD the said Equipment unto the Buyer, its successors and assigns forever.

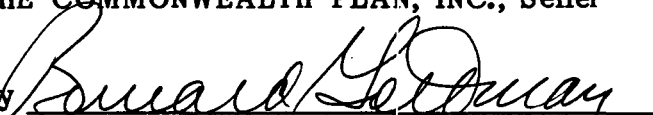
Seller warrants that such Equipment will be free and clear of all liens and encumbrances incurred by or against Seller.

The Buyer agrees and acknowledges that THE ACCEPTANCE OF THIS BILL OF SALE BY THE BUYER SHALL CONSTITUTE THE BUYER'S ACKNOWLEDGEMENT AND AGREEMENT THAT THE BUYER HAS FULLY INSPECTED SUCH EQUIPMENT, THAT THE EQUIPMENT IS OF THE MANUFACTURE, DESIGN, SPECIFICATIONS AND CAPACITY SELECTED BY THE BUYER, THAT THE BUYER IS SATISFIED THAT THE SAME IS SUITABLE FOR ITS PURPOSE, THAT THE SELLER IS NOT A MANUFACTURER OR ENGAGED IN THE SALE OR DISTRIBUTION OF EQUIPMENT, THAT THE SELLER HAS PURCHASED THE EQUIPMENT FROM VENDORS OF THE BUYER'S CHOICE, AND THAT THE SELLER HAS NOT MADE AND DOES NOT HEREBY MAKE ANY REPRESENTATION, EXPRESS WARRANTY, IMPLIED WARRANTY, OR COVENANT WHATSOEVER WITH RESPECT TO MERCHANTABILITY, CONDITION, QUALITY, DURABILITY, SUITABILITY OR FITNESS OF THE EQUIPMENT IN ANY RESPECT OR IN CONNECTION WITH, OR FOR ANY PURPOSE OR USE OF THE BUYER, OR ANY OTHER REPRESENTATION, WARRANTY OR COVENANT OF ANY KIND OR CHARACTER, EXPRESS OR IMPLIED, WITH RESPECT THERETO.

IN WITNESS WHEREOF, Seller has caused these presents to be executed by its duly authorized officer and its corporate seal to be affixed hereto.

THE COMMONWEALTH PLAN, INC., Seller

By


President

SCHEDULE A

to April 8, 1988 Bill of Sale

Re: Railroad Equipment Leasing Agreement, dated as of September 15, 1972, by and between Southern Pacific Transportation Company and The Commonwealth Plan, Inc.

Two hundred sixty four (264) 40' 100 ton railroad boxcars, AAR Mechanical Designation XL, with the following SP car numbers:

605000
605002-605004
605006-605023
605025-605034
605036-605042
605045-605046
605048-605052
605054-605069
605071-605077
605079-605082
605084-605110
605112-605116
605118-605123
605125
605127-605128
605130-605142
605144-605146
605148-605149
605151-605182
605184-605186
605188-605189
605191-605202
605204-605207
605209-605227
605229-605230
605232-605246
605248-605251
605253-605263
605265-605269
605272-605292
605294-605295
605298-605299

A C K N O W L E D G E M E N T

STATE OF CALIFORNIA)

SS:

COUNTY OF SAN MATEO)

BEFORE ME, on this day personally appeared Bernard Goldman, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act and deed of the Seller for the purposes and consideration therein expressed.

WITNESS MY HAND AND SEAL this 8th day of April, 1988.

Lizbeth V. West
Notary Public

My Commission Expires:

